

Law Offices of

Susemihl, McDermott & Cowan, P.C.

Peter M. Susemihl
psusemihl@smmclaw.com

660 Southpointe Court
Suite 210
Colorado Springs, Colorado 80906

719.579.6501 direct
719.579.9339 fax
www.smmclaw.com

November 5, 2015

Carl Schueler
City of Colorado Springs
City Hall
P.O. Box 1575 Mail Code 1541
Colorado Springs, CO 80901-1575
Via E-Mail

RE: Gold Hill Metropolitan District No. 2

Carl:

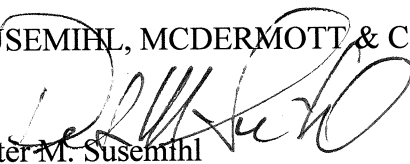
This firm represents the Gold Hill Mesa Metropolitan District No. 2 (the "District") We have reviewed the loan refunding documents including the Commitment Letter from US Bank, the Loan Agreement between the District and U.S. Bank National Association, the Certified Record of Proceedings, and the Custodial Agreement between the District and U.S. Bank National Association.

In our opinion the loan documents comport with the Consolidated Service Plan and other applicable laws.

Also attached is the summary of the use of loan proceeds.

Sincerely,

SUSEMIHL, MCDERMOTT & COWAN, P.C.



Peter M. Susemihl